

EXHIBIT B

Blackline

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	
	§	Chapter 11
	§	
FIELDWOOD ENERGY III LLC, <i>et al.</i> ,	§	Case No. 20-33948 (MI)
	§	
Post-Effective Date Debtors. ¹	§	(Jointly Administered)
	§	

**ORDER GRANTING FOURTH INTERIM AND FINAL FEE APPLICATION OF
HOULIHAN LOKEY CAPITAL, INC. AS FINANCIAL ADVISOR AND INVESTMENT
BANKER TO THE DEBTORS FOR ALLOWANCE OF (I) COMPENSATION FOR
SERVICES RENDERED AND REIMBURSEMENT OF OUT-OF-POCKET EXPENSES
INCURRED FOR (A) THE FOURTH INTERIM PERIOD OF THE PERIOD OF
MAY 1, 2021 THROUGH AUGUST 27, 2021 AND (B) THE FINAL COMPENSATION
PERIOD OF AUGUST 3, 2020 THROUGH AUGUST 27, 2021, (II) COMPENSATION
RELATED TO THE EXIT FINANCINGS, AND (III) THE RESTRUCTURING
TRANSACTION FEE**

~~This case came before~~ The Court has considered the ~~e~~Fourth ~~on the~~ Interim and fFinal
fFee application (the “Application”) submitted by of Houlihan Lokey Capital, Inc. (“~~Houlihan~~
~~Lokey~~”) for allowance and approval of compensation and reimbursement of out-of-pocket

¹ The Post-Effective Date Debtors, along with the last four digits of each Post-Effective Date Debtor’s federal tax identification number, as applicable, are: Fieldwood Energy III LLC (6778); Fieldwood Energy Offshore LLC (4494), Fieldwood Energy Inc. (4991), GOM Shelf LLC (8107), and FW GOM Pipeline, Inc. (8440). Fieldwood Energy III LLC, Fieldwood Energy Offshore LLC, and Fieldwood Energy Inc. are managed and operated by the Plan Administrator, whose primary mailing address is 16255 Ventura Blvd., Suite 440, Encino, CA, 91436, C/O of Province LLC. GOM Shelf LLC and FW GOM Pipeline, Inc. (collectively, the “**Post-Effective Date FWE I Subsidiaries**”) are managed and operated by Jon Graham, as sole manager of each Post-Effective Date FWE I Subsidiary. The Debtors in the other nine pending chapter 11 cases (which continue to be jointly administered with the cases of the Post-Effective Date Debtors), each of which have either been dissolved or merged into other entities as of the Effective Date, consist of the following: Dynamic Offshore Resources NS, LLC (0158); Fieldwood Onshore LLC (3489); Fieldwood SD Offshore LLC (8786); Fieldwood Offshore LLC (2930); Bandon Oil and Gas GP, LLC (9172); Bandon Oil and Gas, LP (9266); Fieldwood Energy SP LLC (1971); Galveston Bay Pipeline LLC (5703); and Galveston Bay Processing LLC (0422).

~~expenses incurred as~~ Financial Advisor and i~~Investment b~~Banker to the Debtors and Post-
~~Effective Date Debtors.~~

~~Based on the Application,~~

~~IT IS ORDERED THAT:~~

~~1. Houlihan Lokey's request for the allowance and approval of compensation for financial advisory and investment banking services rendered to the Debtors and reimbursement of out-of-pocket expenses incurred during the interim compensation period from~~ for Allowance of (I) Compensation for Services Rendered and Reimbursement of Out-Of-Pocket Expenses Incurred for (A) the Fourth Interim Period of the Period of May 1, 2021 t
Through August 27, 2021 and (B) the f~~Final e~~Compensation p~~Period from~~of August 3, 2020 t
Through August 27, 2021, (II) Compensation Related to the Exit Financings, and (III) the
Restructuring Transaction Fee [Docket No. 2088] filed by Houlihan Lokey Capital, Inc.
("Houlihan Lokey").

IT IS HEREBY ORDERED THAT:

1. ~~27, 2021, related to the exit financings, and the restructuring transaction is hereby~~
~~approved~~ Houlihan Lokey is allowed compensation and reimbursement of expenses in the
amount of \$8,892,248.41² for the period set forth in the Final Fee Application.

2. The compensation and reimbursement of expenses allowed in this order and all
previous interim allowances of compensation and reimbursement of expenses are approved on a
final basis.

3. ~~2. The Post-Effective Date Debtors are~~ Plan Administrator is
authorized ~~and directed to pay Houlihan Lokey all~~ to disburse any unpaid amounts ~~approved~~
~~pursuant to~~ allowed by paragraphs 1 or 2 of this Order.

² Includes (i) Monthly Fees of \$450,000; (ii) Exit Financings Transaction Fee of \$1,000,000; (iii) Net Restructuring Transaction Fee of \$7,425,000 (i.e., Restructuring Transaction Fee of \$8,250,000 less \$825,000 of credits); and (iv) \$17,248.41 of expenses.

3. ~~The Post-Effective Date Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.~~

4. ~~The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.~~

Dated: _____, 2021

MARVIN ISGUR
UNITED STATES BANKRUPTCY JUDGE